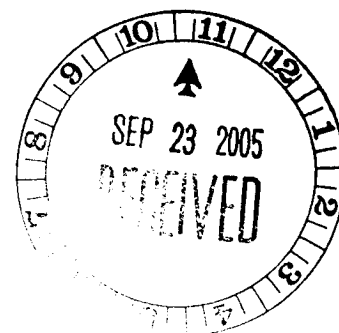


RECORDATION NO. 24251-A FILED

SEP 23 05

2-52 PM

SURFACE TRANSPORTATION BOARD



## FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel 847.318.7575  
Fax 847.318.7588

**VIA UPS 2<sup>nd</sup> DAY AIR**

September 19, 2005

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated September 6, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 24251. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Union Pacific Railroad  
1400 Douglas Street  
Omaha, NE 68179

A description of the railroad equipment covered by the enclosed document is one hundred thirty-two (132) 5150 cu. ft. covered hopper rail cars (C114), cars marked NDYX (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5355.  
Thank you for your cooperation in this matter.

Very truly yours,

Susan Grokulsky  
Manager of Documentation

Enclosures

(UP129)

ASSGN. NO. UP129

SEP 23 '05

2-52 PM

## MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 6 day of September, 2005, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Union Pacific Railroad Company ("Lessee"), a Delaware corporation.

SURFACE TRANSPORTATION BOARD

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of April 1, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 21 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 1, 2005, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

**LESSOR:**

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. SeymourName: RICHARD F. SEYMOUR  
Vice President Sales & MarketingBy: Susan GrokulskaName: SUSAN GROKULSKY

Title: \_\_\_\_\_

Title: MANAGER OF DOCUMENTATION Executed on this 6<sup>th</sup> day of September, 2005.

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 6<sup>th</sup> day of September, 2005.Georgia Freiburger  
Notary Public

My Commission Expires:

5-2008  
(Notary Public)

LESSEE:

UNION PACIFIC RAILROAD COMPANY

By: Karen A. Watson

Name: Karen A. Watson  
General Director

Title: Mechanical Purchasing

ATTEST:

By: Diane Knapp

Name: Diane Knapp

Title: Sr mgr Leasing

Executed on this 30<sup>th</sup> day of August, 2005.

[CORPORATE SEAL]

STATE OF Nebraska

COUNTY OF Douglas

I, Candace Billingsley, a Notary Public of the County and State aforesaid,  
certify that Karen Watson personally appeared before me this day and acknowledged his  
due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 30 day of August, 2005.

Candace M. Billingsley  
Notary Public

Commission Expires:

CANDACE M. BILLINGSLEY  
MY COMMISSION EXPIRES  
September 29, 2005

(Notary Public)

## EXHIBIT A to MEMORANDUM OF LEASE

NUMBER OF UNITS: One hundred thirty-two (132)

DESCRIPTION OF UNITS: 5150 cu. ft., 1995-built, 100-ton, Covered Hopper Units loading to 286,000 lbs. gross weight on rail.

### UNIT NUMBERS AND MARKS:

NDYX 475426	NDYX 515122	NDYX 515202	NDYX 515277
NDYX 515001	NDYX 515123	NDYX 515203	NDYX 515281
NDYX 515002	NDYX 515125	NDYX 515204	NDYX 515282
NDYX 515004	NDYX 515130	NDYX 515205	NDYX 515288
NDYX 515008	NDYX 515133	NDYX 515208	NDYX 515289
NDYX 515009	NDYX 515134	NDYX 515216	NDYX 515292
NDYX 515011	NDYX 515139	NDYX 515217	NDYX 515294
NDYX 515015	NDYX 515142	NDYX 515218	NDYX 515295
NDYX 515018	NDYX 515143	NDYX 515219	NDYX 515296
NDYX 515022	NDYX 515150	NDYX 515220	NDYX 515297
NDYX 515031	NDYX 515153	NDYX 515222	NDYX 515299
NDYX 515032	NDYX 515154	NDYX 515223	NDYX 515352
NDYX 515033	NDYX 515155	NDYX 515226	NDYX 515370
NDYX 515034	NDYX 515156	NDYX 515228	NDYX 515405
NDYX 515035	NDYX 515158	NDYX 515231	NDYX 515791
NDYX 515039	NDYX 515161	NDYX 515232	
NDYX 515042	NDYX 515166	NDYX 515235	
NDYX 515043	NDYX 515167	NDYX 515236	
NDYX 515045	NDYX 515169	NDYX 515237	
NDYX 515047	NDYX 515171	NDYX 515238	
NDYX 515048	NDYX 515173	NDYX 515240	
NDYX 515052	NDYX 515175	NDYX 515241	
NDYX 515054	NDYX 515176	NDYX 515242	
NDYX 515055	NDYX 515178	NDYX 515244	
NDYX 515056	NDYX 515179	NDYX 515245	
NDYX 515058	NDYX 515180	NDYX 515252	
NDYX 515059	NDYX 515182	NDYX 515253	
NDYX 515060	NDYX 515184	NDYX 515256	
NDYX 515062	NDYX 515185	NDYX 515257	
NDYX 515063	NDYX 515186	NDYX 515258	
NDYX 515065	NDYX 515187	NDYX 515259	
NDYX 515066	NDYX 515188	NDYX 515260	
NDYX 515070	NDYX 515189	NDYX 515263	
NDYX 515090	NDYX 515191	NDYX 515265	
NDYX 515093	NDYX 515192	NDYX 515266	
NDYX 515104	NDYX 515193	NDYX 515269	
NDYX 515119	NDYX 515194	NDYX 515270	
NDYX 515120	NDYX 515198	NDYX 515271	
NDYX 515121	NDYX 515200	NDYX 515273	